

United States Bankruptcy Court
District of Oregon

In re Salpare Bay, LLC

Debtor(s)

| | |
|----------|-----------------------|
| Case No. | <u>10-35333-tmb11</u> |
| Chapter | <u>11</u> |

DISCLOSURE OF COMPENSATION OF ATTORNEY FOR DEBTOR(S)

1. Pursuant to 11 U.S.C. § 329(a) and Bankruptcy Rule 2016(b), I certify that I am the attorney for the above-named debtor and that compensation paid to me within one year before the filing of the petition in bankruptcy, or agreed to be paid to me, for services rendered or to be rendered on behalf of the debtor(s) in contemplation of or in connection with the bankruptcy case is as follows:

| | |
|---|---------------------|
| For legal services, I have agreed to accept | \$ <u>50,000.00</u> |
| Prior to the filing of this statement I have received | \$ <u>5,000.00</u> |
| Balance Due | <u>45,000.00</u> |

2. The source of the compensation paid to me was:

Debtor Other (specify):

3. The source of compensation to be paid to me is:

Debtor Other (specify):

4. I have not agreed to share the above-disclosed compensation with any other person unless they are members and associates of my law firm.

I have agreed to share the above-disclosed compensation with a person or persons who are not members or associates of my law firm. A copy of the agreement, together with a list of the names of the people sharing in the compensation is attached.

5. In return for the above-disclosed fee, I have agreed to render legal service for all aspects of the bankruptcy case, including:

- a. Analysis of the debtor's financial situation, and rendering advice to the debtor in determining whether to file a petition in bankruptcy;
- b. Preparation and filing of any petition, schedules, statement of affairs and plan which may be required;
- c. Representation of the debtor at the meeting of creditors and confirmation hearing, and any adjourned hearings thereof;
- d. [Other provisions as needed]

6. By agreement with the debtor(s), the above-disclosed fee does not include the following service:

CERTIFICATION

I certify that the foregoing is a complete statement of any agreement or arrangement for payment to me for representation of the debtor(s) in this bankruptcy proceeding.

Dated: June 17, 2010

/s/ Tara J. Schleicher

Tara J. Schleicher
 Farleigh Wada Witt
 121 SW Morrison, #600
 Portland, OR 97204-3136
 503-228-6044 Fax: 503-228-1741

United States Bankruptcy Court
District of Oregon

In re Salpare Bay, LLCCase No. 10-35333-tmb11

Debtor

Chapter 11

SUMMARY OF SCHEDULES

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts of all claims from Schedules D, E, and F to determine the total amount of the debtor's liabilities. Individual debtors must also complete the "Statistical Summary of Certain Liabilities and Related Data" if they file a case under chapter 7, 11, or 13.

| NAME OF SCHEDULE | ATTACHED (YES/NO) | NO. OF SHEETS | ASSETS | LIABILITIES | OTHER |
|---|----------------------|-------------------|----------------------|----------------------|------------|
| A - Real Property | Yes | 1 | 12,000,000.00 | | |
| B - Personal Property | Yes | 4 | 2,962,461.01 | | |
| C - Property Claimed as Exempt | No | 0 | | | |
| D - Creditors Holding Secured Claims | Yes | 2 | | 6,608,487.01 | |
| E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E) | Yes | 2 | | 234,100.92 | |
| F - Creditors Holding Unsecured Nonpriority Claims | Yes | 13 | | 13,030,672.97 | |
| G - Executory Contracts and Unexpired Leases | Yes | 1 | | | |
| H - Codebtors | Yes | 5 | | | |
| I - Current Income of Individual Debtor(s) | No | 0 | | | N/A |
| J - Current Expenditures of Individual Debtor(s) | No | 0 | | | N/A |
| Total Number of Sheets of ALL Schedules | | 28 | | | |
| | Total Assets | | 14,962,461.01 | | |
| | | Total Liabilities | | 19,873,260.90 | |

United States Bankruptcy Court
District of Oregon

In re **Salpare Bay, LLC**Case No. **10-35333-tmb11**

Debtor

Chapter **11**

STATISTICAL SUMMARY OF CERTAIN LIABILITIES AND RELATED DATA (28 U.S.C. § 159)

If you are an individual debtor whose debts are primarily consumer debts, as defined in § 101(8) of the Bankruptcy Code (11 U.S.C. § 101(8)), filing a case under chapter 7, 11 or 13, you must report all information requested below.

Check this box if you are an individual debtor whose debts are NOT primarily consumer debts. You are not required to report any information here.

This information is for statistical purposes only under 28 U.S.C. § 159.

Summarize the following types of liabilities, as reported in the Schedules, and total them.

| Type of Liability | Amount |
|---|--------|
| Domestic Support Obligations (from Schedule E) | |
| Taxes and Certain Other Debts Owed to Governmental Units (from Schedule E) | |
| Claims for Death or Personal Injury While Debtor Was Intoxicated (from Schedule E) (whether disputed or undisputed) | |
| Student Loan Obligations (from Schedule F) | |
| Domestic Support, Separation Agreement, and Divorce Decree Obligations Not Reported on Schedule E | |
| Obligations to Pension or Profit-Sharing, and Other Similar Obligations (from Schedule F) | |
| TOTAL | |

State the following:

| | |
|---|--|
| Average Income (from Schedule I, Line 16) | |
| Average Expenses (from Schedule J, Line 18) | |
| Current Monthly Income (from Form 22A Line 12; OR, Form 22B Line 11; OR, Form 22C Line 20) | |

State the following:

| | | |
|--|--|--|
| 1. Total from Schedule D, "UNSECURED PORTION, IF ANY" column | | |
| 2. Total from Schedule E, "AMOUNT ENTITLED TO PRIORITY" column | | |
| 3. Total from Schedule E, "AMOUNT NOT ENTITLED TO PRIORITY, IF ANY" column | | |
| 4. Total from Schedule F | | |
| 5. Total of non-priority unsecured debt (sum of 1, 3, and 4) | | |

In re **Salpare Bay, LLC**

Case No. 10-35333-tmb11

Debtor

SCHEDULE A - REAL PROPERTY

Except as directed below, list all real property in which the debtor has any legal, equitable, or future interest, including all property owned as a cotenant, community property, or in which the debtor has a life estate. Include any property in which the debtor holds rights and powers exercisable for the debtor's own benefit. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor holds no interest in real property, write "None" under "Description and Location of Property."

Do not include interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If an entity claims to have a lien or hold a secured interest in any property, state the amount of the secured claim. See Schedule D. If no entity claims to hold a secured interest in the property, write "None" in the column labeled "Amount of Secured Claim." If the debtor is an individual or if a joint petition is filed, state the amount of any exemption claimed in the property only in Schedule C - Property Claimed as Exempt.

| Description and Location of Property | Nature of Debtor's Interest in Property | Husband, Wife, Joint, or Community | Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption | Amount of Secured Claim |
|---|---|------------------------------------|--|-------------------------|
| 499 N. Tomahawk Island Dr. 11505 N. Yacht Harbor Dr. Portland, OR 97217 (value estimated by Debtor; subject to change based upon further evidence to be presented later in this proceeding) | | | 12,000,000.00 | 6,608,487.01 |
| | | | Sub-Total > | 12,000,000.00 |

0 continuation sheets attached to the Schedule of Real Property

(Report also on Summary of Schedules)

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Best Case Bankruptcy

In re **Salpare Bay, LLC**Case No. 10-35333-tmb11

Debtor

SCHEDULE B - PERSONAL PROPERTY

Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories, place an "x" in the appropriate position in the column labeled "None." If additional space is needed in any category, attach a separate sheet properly identified with the case name, case number, and the number of the category. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor is an individual or a joint petition is filed, state the amount of any exemptions claimed only in Schedule C - Property Claimed as Exempt.

Do not list interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property." If the property is being held for a minor child, simply state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

| Type of Property | N O N E | Description and Location of Property | Husband, Wife, Joint, or Community | Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption |
|--|------------------|--|---|---|
| 1. Cash on hand | | Location: 2501 NE 134th Street #300, Vancouver WA 98686 | - | 80.00 |
| 2. Checking, savings or other financial accounts, certificates of deposit, or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives. | | First Independent Bank checking 1366 | - | 787.24 |
| | | First Independent Bank checking 1366 | - | 46.71 |
| | | West Coast Bank checking 5700 | - | 0.00 |
| | | West Coast Bank checking 6757 | - | 1.00 |
| 3. Security deposits with public utilities, telephone companies, landlords, and others. | | NW Natural Gas - security deposit | - | 259.00 |
| 4. Household goods and furnishings, including audio, video, and computer equipment. | X | | | |
| 5. Books, pictures and other art objects, antiques, stamp, coin, record, tape, compact disc, and other collections or collectibles. | X | | | |
| 6. Wearing apparel. | X | | | |
| 7. Furs and jewelry. | X | | | |
| 8. Firearms and sports, photographic, and other hobby equipment. | X | | | |
| 9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each. | X | | | |
| 10. Annuities. Itemize and name each issuer. | X | | | |

Sub-Total > **1,173.95**
(Total of this page)

3 continuation sheets attached to the Schedule of Personal Property

In re

Salpare Bay, LLCCase No. 10-35333-tmb11

Debtor

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

| Type of Property | N O N E | Description and Location of Property | Husband, Wife, Joint, or Community | Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption |
|---|------------------|---|---|---|
| 11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c).) | X | | | |
| 12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars. | X | | | |
| 13. Stock and interests in incorporated and unincorporated businesses. Itemize. | X | | | |
| 14. Interests in partnerships or joint ventures. Itemize. | X | | | |
| 15. Government and corporate bonds and other negotiable and nonnegotiable instruments. | X | | | |
| 16. Accounts receivable. | | Amounts due from marina tenants | | 4,847.19 |
| | | NSF checks | | 1,928.00 |
| 17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars. | X | | | |
| 18. Other liquidated debts owed to debtor including tax refunds. Give particulars. | | Harbor Investors, LLC c/o Killian Pacific 500 E Broadway, Suite 1100 Vancouver, WA 98660 | | 2,638,298.78 |
| 19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property. | X | | | |
| 20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust. | X | | | |
| | | | | Sub-Total > 2,645,073.97 |
| | | | | (Total of this page) |

Sheet 1 of 3 continuation sheets attached
to the Schedule of Personal Property

In re **Salpare Bay, LLC**Case No. 10-35333-tmb11

Debtor

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

| Type of Property | N O N E | Description and Location of Property | Husband, Wife, Joint, or Community | Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption |
|---|------------------|--|---|---|
| 21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each. | X | | | |
| 22. Patents, copyrights, and other intellectual property. Give particulars. | X | | | |
| 23. Licenses, franchises, and other general intangibles. Give particulars. | X | | | |
| 24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. § 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes. | X | | | |
| 25. Automobiles, trucks, trailers, and other vehicles and accessories. | X | | | |
| 26. Boats, motors, and accessories. | X | | | |
| 27. Aircraft and accessories. | X | | | |
| 28. Office equipment, furnishings, and supplies. | | Sales office furniture 499 N. Tomahawk Is Dr, Portland, OR 97217 | - | 30,529.98 |
| | | Sales office equipment - camera, computers, printer 499 N. Tomahawk Is Dr, Portland, OR 97217 | - | 12,389.61 |
| 29. Machinery, fixtures, equipment, and supplies used in business. | X | | | |
| 30. Inventory. | X | | | |
| 31. Animals. | X | | | |
| 32. Crops - growing or harvested. Give particulars. | X | | | |
| 33. Farming equipment and implements. | X | | | |
| 34. Farm supplies, chemicals, and feed. | X | | | |
| Sub-Total > (Total of this page) | | | | 42,919.59 |

Sheet 2 of 3 continuation sheets attached
to the Schedule of Personal Property

In re

Salpare Bay, LLC

Case No. 10-35333-tmb11

Debtor

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

Sheet 3 of 3 continuation sheets attached
to the Schedule of Personal Property

| | |
|----------------------|---------------------|
| Sub-Total > | 273,293.50 |
| (Total of this page) | |
| Total > | 2,962,461.01 |

(Report also on Summary of Schedules)

In re **Salpare Bay, LLC**Case No. 10-35333-tmb11

Debtor

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number of all entities holding claims secured by property of the debtor as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. List creditors holding all types of secured interests such as judgment liens, garnishments, statutory liens, mortgages, deeds of trust, and other security interests.

List creditors in alphabetical order to the extent practicable. If a minor child is a creditor, the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). If all secured creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor", include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H", "W", "J", or "C" in the column labeled "Husband, Wife, Joint, or Community".

If the claim is contingent, place an "X" in the column labeled "Contingent". If the claim is unliquidated, place an "X" in the column labeled "Unliquidated". If the claim is disputed, place an "X" in the column labeled "Disputed". (You may need to place an "X" in more than one of these three columns.)

Total the columns labeled "Amount of Claim Without Deducting Value of Collateral" and "Unsecured Portion, if Any" in the boxes labeled "Total(s)" on the last sheet of the completed schedule. Report the total from the column labeled "Amount of Claim" also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report the total from the column labeled "Unsecured Portion" on the Statistical Summary of Certain Liabilities and Related Data.

Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

| CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.) | CODEBTO R H W J C | Husband, Wife, Joint, or Community | DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN | C O N T I N G E N T | | | AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL | UNSECURED PORTION, IF ANY |
|--|----------------------------------|------------------------------------|---|--|--------------------------------------|--------------------------------------|--|---------------------------------|
| | | | | U N L I Q U I D A T E D | D I S P U T E D | T E R M I T E D | | |
| Account No. | | | | | | | | |
| Bellingham Marine PO Box 8 Bellingham, WA 98227 | X - | | Judgment 499 N. Tomahawk Island Dr. 11505 N. Yacht Harbor Dr. Portland, OR 97217 (secured by improvements on marina only) | X | X | X | | |
| | | | Value \$ 12,000,000.00 | | | | 309,936.94 | 0.00 |
| Account No. | | | | | | | | |
| City of Portland 111 SW Columbia St. Portland, OR 97201-5840 | - | | Judgment 499 N. Tomahawk Island Dr. 11505 N. Yacht Harbor Dr. Portland, OR 97217 | X | X | X | | |
| | | | Value \$ 12,000,000.00 | | | | 152,028.81 | 0.00 |
| Account No. | | | | | | | | |
| JE Dunn 437 N. Columbia Blvd. Portland, OR 97217-1007 | X - | | Judgment 499 N. Tomahawk Island Dr. 11505 N. Yacht Harbor Dr. Portland, OR 97217 | X | X | X | | |
| | | | Value \$ 12,000,000.00 | | | | 6,008,515.93 | 0.00 |
| Account No. | | | | | | | | |
| Myhre Group Architects 700 SW Taylor St., #400 Portland, OR 97205 | X - | | Judgment 499 N. Tomahawk Island Dr. 11505 N. Yacht Harbor Dr. Portland, OR 97217 | X | X | X | | |
| | | | Value \$ 12,000,000.00 | | | | 77,685.63 | 0.00 |
| Subtotal (Total of this page) | | | | | | | 6,548,167.31 | 0.00 |

1 continuation sheets attached

In re Salpare Bay, LLC,
DebtorCase No. 10-35333-tmb11**SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS**
(Continuation Sheet)

| CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.) | CODEBTOR H W J C | Husband, Wife, Joint, or Community | DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN | CONTIN GENT | UNLI QUID ATE D | DISP UTED | AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL | UNSECURED PORTION, IF ANY |
|--|------------------------------|------------------------------------|--|---|--------------------------|--------------|--|---------------------------------|
| | | | | T | D | E | | |
| Account No. | | | | | | | | |
| Thyssenkrup Safway 8044 Montgomery Rd., Ste. 285 Cincinnati, OH 45236 | X - | | Judgment 499 N. Tomahawk Island Dr. 11505 N. Yacht Harbor Dr. Portland, OR 97217 | | X | X | X | |
| | | | Value \$ 12,000,000.00 | | | | 60,319.70 | 0.00 |
| Account No. | | | | | | | | |
| | | | Value \$ | | | | | |
| Account No. | | | | | | | | |
| | | | Value \$ | | | | | |
| Account No. | | | | | | | | |
| | | | Value \$ | | | | | |
| Account No. | | | | | | | | |
| | | | Value \$ | | | | | |
| Sheet <u>1</u> of <u>1</u> continuation sheets attached to Schedule of Creditors Holding Secured Claims | | | | Subtotal (Total of this page) | | | 60,319.70 | 0.00 |
| | | | | Total (Report on Summary of Schedules) | | | 6,608,487.01 | 0.00 |

In re **Salpare Bay, LLC**Case No. **10-35333-tmb11**

Debtor

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

A complete list of claims entitled to priority, listed separately by type of priority, is to be set forth on the sheets provided. Only holders of unsecured claims entitled to priority should be listed in this schedule. In the boxes provided on the attached sheets, state the name, mailing address, including zip code, and last four digits of the account number, if any, of all entities holding priority claims against the debtor or the property of the debtor, as of the date of the filing of the petition. Use a separate continuation sheet for each type of priority and label each with the type of priority.

The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H-Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of claims listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all claims listed on this Schedule E in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

Report the total of amounts entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Report the total of amounts not entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts not entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Check this box if debtor has no creditors holding unsecured priority claims to report on this Schedule E.

TYPES OF PRIORITY CLAIMS (Check the appropriate box(es) below if claims in that category are listed on the attached sheets) **Domestic support obligations**

Claims for domestic support that are owed to or recoverable by a spouse, former spouse, or child of the debtor, or the parent, legal guardian, or responsible relative of such a child, or a governmental unit to whom such a domestic support claim has been assigned to the extent provided in 11 U.S.C. § 507(a)(1).

 Extensions of credit in an involuntary case

Claims arising in the ordinary course of the debtor's business or financial affairs after the commencement of the case but before the earlier of the appointment of a trustee or the order for relief. 11 U.S.C. § 507(a)(3).

 Wages, salaries, and commissions

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$11,725* per person earned within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).

 Contributions to employee benefit plans

Money owed to employee benefit plans for services rendered within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(5).

 Certain farmers and fishermen

Claims of certain farmers and fishermen, up to \$5,775* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. § 507(a)(6).

 Deposits by individuals

Claims of individuals up to \$2,600* for deposits for the purchase, lease, or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(7).

 Taxes and certain other debts owed to governmental units

Taxes, customs duties, and penalties owing to federal, state, and local governmental units as set forth in 11 U.S.C. § 507(a)(8).

 Commitments to maintain the capital of an insured depository institution

Claims based on commitments to the FDIC, RTC, Director of the Office of Thrift Supervision, Comptroller of the Currency, or Board of Governors of the Federal Reserve System, or their predecessors or successors, to maintain the capital of an insured depository institution. 11 U.S.C. § 507 (a)(9).

 Claims for death or personal injury while debtor was intoxicated

Claims for death or personal injury resulting from the operation of a motor vehicle or vessel while the debtor was intoxicated from using alcohol, a drug, or another substance. 11 U.S.C. § 507(a)(10).

* Amount subject to adjustment on 4/01/13, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

In re **Salpare Bay, LLC**Case No. 10-35333-tmb11

Debtor

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS
(Continuation Sheet)

**Taxes and Certain Other Debts
Owed to Governmental Units**
TYPE OF PRIORITY

| CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.) | CODEBTOR H W J C | Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM | TYPE OF PRIORITY | | | | AMOUNT NOT ENTITLED TO PRIORITY, IF ANY | AMOUNT ENTITLED TO PRIORITY | |
|---|------------------------------|--|--|--|--------------------------------------|---|---|-----------------------------------|------------|
| | | | C O N T I N G E N T | U N L I Q U I D A T E D | D I S P U T E D | A M O U N T O F C L A I M | | | |
| Account No. | | Precautionary | | | | | | | |
| IRS POB 21126 Philadelphia, PA 19114 | - | | | | | | | 0.00 | |
| Account No. | | Personal property and real property taxes | | | | | | 0.00 | |
| Multnomah County Tax Coll. PO Box 2716 Portland, OR 97208 | - | | | | | | | 234,100.92 | 234,100.92 |
| Account No. | | Precautionary | | | | | | 0.00 | |
| ODR Bkcy 955 Center St NE #353 Salem, OR 97301-2555 | - | | | | | | | 0.00 | |
| Account No. | | | | | | | | 0.00 | 0.00 |
| Account No. | | | | | | | | | |
| Account No. | | | | | | | | | |
| Subtotal (Total of this page) | | | | | | | 0.00 | 0.00 | 234,100.92 |
| Total (Report on Summary of Schedules) | | | | | | | 0.00 | 0.00 | 234,100.92 |
| | | | | | | | | | 234,100.92 |

Sheet 1 of 1 continuation sheets attached to
Schedule of Creditors Holding Unsecured Priority Claims
Subtotal
(Total of this page)
234,100.92
Total
(Report on Summary of Schedules)
234,100.92

In re **Salpare Bay, LLC**

Case No. 10-35333-tmb11

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). Do not include claims listed in Schedules D and E. If all creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Check this box if debtor has no creditors holding unsecured claims to report on this Schedule F.

In re Salpare Bay, LLC,
DebtorCase No. 10-35333-tmb11**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**
(Continuation Sheet)

| CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.) | CODE H W J C | Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE. | CONTINGENT | UNLIQUIDATED | DISPUTED | AMOUNT OF CLAIM |
|--|--------------------------|---|----------------------------------|--------------|----------|------------------|
| | | | | | | |
| Account No. | | Trade Debt | | | | |
| Alder Creek Portland 250 NE Tomahawk Dr. Portland, OR 97217 | - | | | | | 2,024.00 |
| Account No. | | Trade Debt | | | | |
| Always Moving 1555 Almaden Rd. San Jose, CA 95125 | X - | | | | | 261.37 |
| Account No. | | Trade Debt | | | | |
| Azteca Landscaping 14509 NE 85th Cir. Vancouver, WA 98682 | - | | | | | 564.00 |
| Account No. | | Trade Debt | | | | |
| Baldwin Consulting 4226 NE 18th Ave. Portland, OR 97211 | - | | | | | 554.75 |
| Account No. | | Trade Debt | | | | |
| Bee Consulting 1638 NW Riverscape St. Portland, OR 97209-1834 | X - | | | | | 8,212.50 |
| Sheet no. <u>1</u> of <u>12</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims | | | Subtotal (Total of this page) | | | 11,616.62 |

In re Salpare Bay, LLC,
DebtorCase No. 10-35333-tmb11**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**
(Continuation Sheet)

| CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.) | CODE H W J C | Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE. | CONTINGENT | UNLIQUIDATED | DISPUTED | AMOUNT OF CLAIM |
|--|--------------------------|---|------------|--------------|----------|---|
| | | | | | | |
| Account No. | | | | | | |
| Building Material Specialties PO Box 1019 Portland, OR 97213 | X - | Trade Debt | | | | 300.00 |
| Account No. | | | | | | |
| Campbell Crane 8001 NE 14th Pl. Portland, OR 97211 | X - | Trade Debt | | | | 85,000.00 |
| Account No. | | | | | | |
| Cemex 920 Memorial City Way Suite 100 Houston, TX 77024 | X - | Trade Debt | | | | 440.21 |
| Account No. | | | | | | |
| City of Portland Water Bureau 1120 SW Fifth Ave. Room 600 Portland, OR 97204 | - | Utility | | | | 6,486.97 |
| Account No. | | | | | | |
| Coast Crane 5601 NE Columbia Blvd. Portland, OR 97218-1237 | - | Trade Debt | | | | 571.79 |
| Sheet no. <u>2</u> of <u>12</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims | | | | | | Subtotal (Total of this page) 92,798.97 |

In re

Salpare Bay, LLCCase No. 10-35333-tmb11

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

| CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.) | CODE H W J C | Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE. | CONTINGENT | UNLIQUIDATED | DISPUTED | AMOUNT OF CLAIM |
|--|--------------------------|---|----------------------------------|--------------|----------|----------------------|
| | | | | | | |
| Account No. | | Loan | | | | |
| Columbia Rim Construction Inc 2501 NE 134th St., #300 Vancouver, WA 98686 | X - | | | | | 1,105,613.18 |
| Account No. | | Loan | | | | |
| DeFrees, Michael J. 2501 NE 134th St #300 Vancouver, WA 98686 | - | | | | | 10,904,738.41 |
| Account No. | | Trade Debt | | | | |
| DJC 921 SW Washington Suite 210 Portland, OR 97205 | X - | | | | | 474.00 |
| Account No. | | Trade Debt | | | | |
| Dunkeld Environmental 7352 SW Capitol Hill Rd. Portland, OR 97219 | X - | | | | | 1,500.00 |
| Account No. | | Trade Debt | | | | |
| Ferguson Enterprises, Inc. 14103 NW 3rd Ct. Vancouver, WA 98685 | X - | | | | | 78.68 |
| Sheet no. <u>3</u> of <u>12</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims | | | Subtotal (Total of this page) | | | 12,012,404.27 |

In re Salpare Bay, LLC,
DebtorCase No. 10-35333-tmb11**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**
(Continuation Sheet)

| CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.) | CODE H W J C | Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE. | CONTINGENT | UNLIQUIDATED | DISPUTED | AMOUNT OF CLAIM |
|--|--------------------------|---|----------------------------------|--------------|----------|------------------|
| | | | | | | |
| Account No. | | | | | | |
| Ford Graphics 1431 NW 17th Ave. Portland, OR 97209 | X - | Trade Debt | | | | 10,454.43 |
| Account No. | | | | | | |
| Fountain Technologies 5673 SW Cheltenham Dr. Portland, OR 97239 | X - | Trade Debt | | X | X | 7,550.00 |
| Account No. | | | | | | |
| Fusion Partners 1801 N. Lamar St. Dallas, TX 75202 | X - | Trade Debt | | | | 38,787.83 |
| Account No. | | | | | | |
| Global Security 3212 Main St. Vancouver, WA 98663 | X - | Trade Debt | | | | 509.40 |
| Account No. | | | | | | |
| Hazel Dell Blueprint 1017 NE 95th St. Vancouver, WA 98665-8956 | X - | Trade Debt | | | | 79.87 |
| Sheet no. <u>4</u> of <u>12</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims | | | Subtotal (Total of this page) | | | 57,381.53 |

In re Salpare Bay, LLC,
DebtorCase No. 10-35333-tmb11**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**
(Continuation Sheet)

| CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.) | CODE H W J C | Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE. | CONTINGENT | UNLIQUIDATED | DISPUTED | AMOUNT OF CLAIM |
|--|--------------------------|---|----------------------------------|--------------|----------|------------------|
| | | | | | | |
| Account No. | | Trade Debt | | | | |
| High View Const. & Consulting 23455 S Viola Welch Rd. Beavercreek, OR 97004-8832 | X - | | | | | 1,500.00 |
| Account No. | | Utility | | | | |
| Integra Telecom PO Box 3034 Portland, OR 97208 | X - | | | | | 1,255.17 |
| Account No. | | Trade Debt | | | | |
| Intelligent Community Services 3303 SW Bond Ave. Portland, OR 97239-4501 | X - | | X | X | X | 13,837.00 |
| Account No. | | Trade Debt | | | | |
| Interface Engineering 708 SW 3rd Portland, OR 97204-2493 | X - | | | | | 5,082.35 |
| Account No. | | Trade Debt | | | | |
| Interspace Airport Advertising 4635 Crackersport Rd. Allentown, PA 18104 | X - | | | | | 5,970.00 |
| Sheet no. <u>5</u> of <u>12</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims | | | Subtotal (Total of this page) | | | 27,644.52 |

In re Salpare Bay, LLC,
DebtorCase No. 10-35333-tmb11**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**
(Continuation Sheet)

| CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.) | CODE H W J C | Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE. | CONTINGENT | UNLIQUIDATED | DISPUTED | AMOUNT OF CLAIM |
|--|--------------------------|---|----------------------------------|--------------|----------|-----------------|
| | | | | | | |
| Account No. | | | | | | |
| Jordan Schrader Attorneys PO Box 230669 Portland, OR 97281 | X - | Attorney Fees | | | | 10,192.86 |
| Account No. | | | | | | |
| KPFF Consulting 111 SW Fifth Ave. Suite 2500 Portland, OR 97204 | X - | Trade Debt | | | | 8,500.00 |
| Account No. | | | | | | |
| Lamar Companies PO Box 66338 Baton Rouge, LA 70896 | X - | Trade Debt | | | | 5,760.00 |
| Account No. | | | | | | |
| Landerholm Memovich Lansverk PO Box 1086 Vancouver, WA 98666-1086 | - | Attorney Fees | | | | 17,389.44 |
| Account No. | | | | | | |
| Landscape Management & Service 1071 N. 13th St. San Jose, CA 95112 | - | Trade Debt | | | | 135.00 |
| Sheet no. <u>6</u> of <u>12</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims | | | Subtotal (Total of this page) | | | 41,977.30 |

In re Salpare Bay, LLC,
DebtorCase No. 10-35333-tmb11**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**
(Continuation Sheet)

| CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.) | CODE H W J C | Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE. | CONTINGENT | UNLIQUIDATED | DISPUTED | AMOUNT OF CLAIM |
|--|--------------------------|---|----------------------------------|--------------|----------|------------------|
| | | | | | | |
| Account No. | | Advertising | | | | |
| Marinas.com Inc. 3219 SW Channel Jupiter, FL 33477 | - | | | | | 1,195.00 |
| Account No. | | Rental fees | | | | |
| Max Leasing, LLC 13023 NE Highway 99, Suite 7 PMB 204 Vancouver, WA 98686 | X - | | | | | 87,631.68 |
| Account No. | | Trade Debt | | | | |
| Naegeli Reporting 111 SW Fifth Ave., Suite 2020 Portland, OR 97205 | X - | | | | | 867.75 |
| Account No. | | Trade Debt | | | | |
| National Construction Rentals PO Box 4503 Pacoima, CA 91333-4503 | X - | | | | | 310.08 |
| Account No. | | Trade Debt | | | | |
| NW Cable News PO Box 120933 Dept. 890933 Dallas, TX 75312 | - | | | | | 2,775.00 |
| Sheet no. <u>7</u> of <u>12</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims | | | Subtotal (Total of this page) | | | 92,779.51 |

In re Salpare Bay, LLC,
DebtorCase No. 10-35333-tmb11**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**
(Continuation Sheet)

| CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.) | CODE H W J C | Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE. | CONTINGENT | UNLIQUIDATED | DISPUTED | AMOUNT OF CLAIM |
|--|--------------------------|---|----------------------------------|--------------|----------|------------------|
| | | | | | | |
| Account No. | | Advertising | | | | |
| NW Yachting Magazine 7342 15th Ave. NW Seattle, WA 98117 | X - | | | | | 469.00 |
| Account No. | | Trade Debt | | | | |
| Oregon Corinthian Sailing Assn PO Box 28314 Portland, OR 97208 | - | | | | | 225.00 |
| Account No. | | Trade debt | | | | |
| Oregon Dept of Environ Quality 811 SW 6th Portland, OR 97204 | X - | | | | | 765.00 |
| Account No. | | Trade debt | | | | |
| Paradigm Communications PO Box 65229 Seattle, WA 98155 | X - | | | | | 12,619.25 |
| Account No. | | Utility | | | | |
| Portland General Electric PO Box 4438 Portland, OR 97208 | X - | | | | | 12,252.49 |
| Sheet no. <u>8</u> of <u>12</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims | | | Subtotal (Total of this page) | | | 26,330.74 |

In re Salpare Bay, LLC,
DebtorCase No. 10-35333-tmb11**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**
(Continuation Sheet)

| CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.) | CODE H W J C | Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE. | CONTINGENT | UNLIQUIDATED | DISPUTED | AMOUNT OF CLAIM |
|--|--------------------------|---|------------|--------------|----------|------------------|
| | | | | | | |
| Account No. | | Advertising | | | | |
| Portland Monthly 234 SW Broadway Portland, OR 97205 | X - | | | | | 8,688.00 |
| Account No. | | Utility | | | | |
| Portland Water Bureau PO Box 4216 Portland, OR 97208-4216 | - | | | | | 190.23 |
| Account No. | | Trade Debt | | | | |
| Priority One Cleaning 21285 S. Lower Highland Rd. Beavercreek, OR 97004 | X - | | | | | 3,575.00 |
| Account No. | | Trade debt | | | | |
| Pro Touch Painting PO Box 821791 Vancouver, WA 98682 | X - | | | | | 2,609.23 |
| Account No. | | Trade Debt | | | | |
| Professional Serv. Industries 6032 N. Cutter Circle #480 Portland, OR 97217 | X - | | | | | 34,073.90 |
| Sheet no. <u>9</u> of <u>12</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims | | Subtotal (Total of this page) | | | | <u>49,136.36</u> |

In re Salpare Bay, LLC,
DebtorCase No. 10-35333-tmb11**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**
(Continuation Sheet)

| CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.) | C O D E B E T O R H W J C | Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE. | CON T I N G E N T | U N L I Q U I D A T E D | DIS P U T E D | AMOUNT OF CLAIM |
|---|---|---|--|--|------------------------------|-----------------|
| | | | | | | |
| Account No. | | | | | | |
| Ramis Crew Corrigan 1727 NW Hoyt St. Portland, OR 97209 | X - | Attorney Fees | | | | 3,375.46 |
| Account No. | | | | | | |
| RCI Architectural 7030 NE 46th Ave. Portland, OR 97218 | X - | Trade Debt | | | | 3,280.00 |
| Account No. | | | | | | |
| Schwabe Williamson & Wyatt 1211 SW 5th Ave. Portland, OR 97204-3795 | X - | Attorney Fees | | | | 1,080.03 |
| Account No. | | | | | | |
| Security Contractor Serv. Inc. PO Box 20185 Portland, OR 97220 | X - | Trade Debt | | | | 520.84 |
| Account No. | | | | | | |
| Sign-A-Rama 6300 NE James Rd. Ste. 103-A Vancouver, WA 98663 | X - | Trade Debt | | | | 47.33 |
| Sheet no. <u>10</u> of <u>12</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims | | | Subtotal (Total of this page) | | | <u>8,303.66</u> |

In re Salpare Bay, LLC,
DebtorCase No. 10-35333-tmb11**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**
(Continuation Sheet)

| CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.) | CODE H W J C | Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE. | CONTINGENT | UNLIQUIDATED | DISPUTED | AMOUNT OF CLAIM |
|---|--------------------------|---|----------------------------------|--------------|----------|-------------------|
| | | | | | | |
| Account No. | | Attorney Fees | | | | |
| Stoel Rives 900 SW Fifth Ave. Portland, OR 97204-1268 | - | | | | | 510,109.07 |
| Account No. | | Trade Debt | | | | |
| Team Builder JLS 14205 SE 36th St. Ste. 200 Bellevue, WA 98006 | - | | | X | X | 61,854.91 |
| Account No. | | Trade Debt | | | | |
| URS Corporation PO Box 121028 Dept. 1028 Dallas, TX 75312 | X - | | | | | 11,018.00 |
| Account No. | | Trade Debt | | | | |
| Vincent Publishing 3560 Millikin Ct. Columbus, OH 43228 | X - | | | | | 2,500.00 |
| Account No. | | Trade Debt | | | | |
| W&H Pacific 9755 SW Barnes Rd. #300 Portland, OR 97225 | X - | | | | | 8,730.35 |
| Sheet no. <u>11</u> of <u>12</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims | | | Subtotal (Total of this page) | | | 594,212.33 |

In re Salpare Bay, LLC,
DebtorCase No. 10-35333-tmb11**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**
(Continuation Sheet)

| CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.) | CODE H W J C | Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE. | CONTINGENT | UNLIQUIDATED | DISPUTED | AMOUNT OF CLAIM |
|---|--------------------------|---|---|--------------|----------|----------------------|
| | | | | | | |
| Account No. | | | | | | |
| Water's Edge Pond Construction 10637 Northeast Coxley Dr. Vancouver, WA 98662-6119 | X - | Trade Debt | | | | 1,196.00 |
| Account No. | | | | | | |
| Westside Drywall 2755 Pacific Hwy. Hubbard, OR 97032-9640 | X - | Trade Debt | | | | 2,600.00 |
| Account No. | | | | | | |
| Wilcox Electric 300 Washington St. Vancouver, WA 98660 | X - | Trade Debt | | | | 3,782.18 |
| Account No. | | | | | | |
| Account No. | | | | | | |
| Sheet no. <u>12</u> of <u>12</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims | | | Subtotal (Total of this page) | | | <u>7,578.18</u> |
| | | | Total (Report on Summary of Schedules) | | | <u>13,030,672.97</u> |

In re **Salpare Bay, LLC**Case No. **10-35333-tmb11**

Debtor

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any timeshare interests. State nature of debtor's interest in contract, i.e., "Purchaser", "Agent", etc. State whether debtor is the lessor or lessee of a lease. Provide the names and complete mailing addresses of all other parties to each lease or contract described. If a minor child is a party to one of the leases or contracts, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

Check this box if debtor has no executory contracts or unexpired leases.

Name and Mailing Address, Including Zip Code,
of Other Parties to Lease or Contract

Description of Contract or Lease and Nature of Debtor's Interest.
State whether lease is for nonresidential real property.
State contract number of any government contract.

Gateway National Corp.
13023 NE Hwy 99 #7
Vancouver, WA 98686

**Property Management Agreement for operation,
control, rent and lease of the marina property
located at 499 N. Tomahawk Island Dr, Portland,
OR**

0

continuation sheets attached to Schedule of Executory Contracts and Unexpired Leases

In re **Salpare Bay, LLC**Case No. 10-35333-tmb11

Debtor

SCHEDULE H - CODEBTORS

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by debtor in the schedules of creditors. Include all guarantors and co-signers. If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within the eight year period immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state, commonwealth, or territory. Include all names used by the nondebtor spouse during the eight years immediately preceding the commencement of this case. If a minor child is a codebtor or a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

Check this box if debtor has no codebtors.

| NAME AND ADDRESS OF CODEBTOR | NAME AND ADDRESS OF CREDITOR |
|--|---|
| Columbia Rim Construction Inc 2501 NE 134th St., #300 Vancouver, WA 98686 | A.G.G. Enterprises, Inc. PO Box 17163 Portland, OR 97217-0163 |
| Columbia Rim Construction Inc 2501 NE 134th St., #300 Vancouver, WA 98686 | Bee Consulting 1638 NW Riverscape St. Portland, OR 97209-1834 |
| Columbia Rim Construction Inc 2501 NE 134th St., #300 Vancouver, WA 98686 | Cemex 920 Memorial City Way Suite 100 Houston, TX 77024 |
| Columbia Rim Construction Inc 2501 NE 134th St., #300 Vancouver, WA 98686 | Dunkeld Environmental 7352 SW Capitol Hill Rd. Portland, OR 97219 |
| Columbia Rim Construction Inc 2501 NE 134th St., #300 Vancouver, WA 98686 | Ferguson Enterprises, Inc. 14103 NW 3rd Ct. Vancouver, WA 98685 |
| Columbia Rim Construction Inc 2501 NE 134th St., #300 Vancouver, WA 98686 | Intelligent Community Services 3303 SW Bond Ave. Portland, OR 97239-4501 |
| Columbia Rim Construction Inc 2501 NE 134th St., #300 Vancouver, WA 98686 | RCI Architectural 7030 NE 46th Ave. Portland, OR 97218 |
| Columbia Rim Construction Inc 2501 NE 134th St., #300 Vancouver, WA 98686 | Security Contractor Serv. Inc. PO Box 20185 Portland, OR 97220 |
| Columbia Rim Construction Inc 2501 NE 134th St., #300 Vancouver, WA 98686 | Westside Drywall 2755 Pacific Hwy. Hubbard, OR 97032-9640 |
| Columbia Rim Corporation 2501 NE 134th St, #300 Vancouver, WA 98686 | AB Laundry 2900 SW Cornelius Pass Rd. Suite 334 Portland, OR 97213 |
| Columbia Rim Corporation 2501 NE 134th St, #300 Vancouver, WA 98686 | Acme Construction Supply 330 SE Salmon St. Portland, OR 97214 |

In re **Salpare Bay, LLC**, Case No. 10-35333-tmb11
 _____, Debtor

SCHEDULE H - CODEBTORS
 (Continuation Sheet)

| NAME AND ADDRESS OF CODEBTOR | NAME AND ADDRESS OF CREDITOR |
|--|---|
| Columbia Rim Corporation 2501 NE 134th St, #300 Vancouver, WA 98686 | Always Moving 1555 Almaden Rd. San Jose, CA 95125 |
| Columbia Rim Corporation 2501 NE 134th St, #300 Vancouver, WA 98686 | Bellingham Marine PO Box 8 Bellingham, WA 98227 |
| Columbia Rim Corporation 2501 NE 134th St, #300 Vancouver, WA 98686 | Building Material Specialties PO Box 1019 Portland, OR 97213 |
| Columbia Rim Corporation 2501 NE 134th St, #300 Vancouver, WA 98686 | Campbell Crane 8001 NE 14th Pl. Portland, OR 97211 |
| Columbia Rim Corporation 2501 NE 134th St, #300 Vancouver, WA 98686 | Columbia Rim Construction Inc 2501 NE 134th St., #300 Vancouver, WA 98686 |
| Columbia Rim Corporation 2501 NE 134th St, #300 Vancouver, WA 98686 | DJC 921 SW Washington Suite 210 Portland, OR 97205 |
| Columbia Rim Corporation 2501 NE 134th St, #300 Vancouver, WA 98686 | Ford Graphics 1431 NW 17th Ave. Portland, OR 97209 |
| Columbia Rim Corporation 2501 NE 134th St, #300 Vancouver, WA 98686 | Fountain Technologies 5673 SW Cheltenham Dr. Portland, OR 97239 |
| Columbia Rim Corporation 2501 NE 134th St, #300 Vancouver, WA 98686 | Fusion Partners 1801 N. Lamar St. Dallas, TX 75202 |
| Columbia Rim Corporation 2501 NE 134th St, #300 Vancouver, WA 98686 | Global Security 3212 Main St. Vancouver, WA 98663 |
| Columbia Rim Corporation 2501 NE 134th St, #300 Vancouver, WA 98686 | Hazel Dell Blueprint 1017 NE 95th St. Vancouver, WA 98665-8956 |
| Columbia Rim Corporation 2501 NE 134th St, #300 Vancouver, WA 98686 | High View Const. & Consulting 23455 S Viola Welch Rd. Beavercreek, OR 97004-8832 |
| Columbia Rim Corporation 2501 NE 134th St, #300 Vancouver, WA 98686 | Integra Telecom PO Box 3034 Portland, OR 97208 |

In re Salpare Bay, LLC,
 _____, Debtor
 Case No. 10-35333-tmb11

SCHEDULE H - CODEBTORS
 (Continuation Sheet)

| NAME AND ADDRESS OF CODEBTOR | NAME AND ADDRESS OF CREDITOR |
|--|---|
| Columbia Rim Corporation 2501 NE 134th St, #300 Vancouver, WA 98686 | Interface Engineering 708 SW 3rd Portland, OR 97204-2493 |
| Columbia Rim Corporation 2501 NE 134th St, #300 Vancouver, WA 98686 | Interspace Airport Advertising 4635 Crackersport Rd. Allentown, PA 18104 |
| Columbia Rim Corporation 2501 NE 134th St, #300 Vancouver, WA 98686 | JE Dunn 437 N. Columbia Blvd. Portland, OR 97217-1007 |
| Columbia Rim Corporation 2501 NE 134th St, #300 Vancouver, WA 98686 | Jordan Schrader Attorneys PO Box 230669 Portland, OR 97281 |
| Columbia Rim Corporation 2501 NE 134th St, #300 Vancouver, WA 98686 | KPFF Consulting 111 SW Fifth Ave. Suite 2500 Portland, OR 97204 |
| Columbia Rim Corporation 2501 NE 134th St, #300 Vancouver, WA 98686 | Lamar Companies PO Box 66338 Baton Rouge, LA 70896 |
| Columbia Rim Corporation 2501 NE 134th St, #300 Vancouver, WA 98686 | Max Leasing, LLC 13023 NE Highway 99, Suite 7 PMB 204 Vancouver, WA 98686 |
| Columbia Rim Corporation 2501 NE 134th St, #300 Vancouver, WA 98686 | Myhre Group Architects 700 SW Taylor St., #400 Portland, OR 97205 |
| Columbia Rim Corporation 2501 NE 134th St, #300 Vancouver, WA 98686 | Naegeli Reporting 111 SW Fifth Ave., Suite 2020 Portland, OR 97205 |
| Columbia Rim Corporation 2501 NE 134th St, #300 Vancouver, WA 98686 | National Construction Rentals PO Box 4503 Pacoima, CA 91333-4503 |
| Columbia Rim Corporation 2501 NE 134th St, #300 Vancouver, WA 98686 | NW Yachting Magazine 7342 15th Ave. NW Seattle, WA 98117 |
| Columbia Rim Corporation 2501 NE 134th St, #300 Vancouver, WA 98686 | Oregon Dept of Environ Quality 811 SW 6th Portland, OR 97204 |
| Columbia Rim Corporation 2501 NE 134th St, #300 Vancouver, WA 98686 | Paradigm Communications PO Box 65229 Seattle, WA 98155 |

In re **Salpare Bay, LLC**,
 Case No. 10-35333-tmb11
 Debtor

SCHEDULE H - CODEBTORS
 (Continuation Sheet)

| NAME AND ADDRESS OF CODEBTOR | NAME AND ADDRESS OF CREDITOR |
|--|---|
| Columbia Rim Corporation 2501 NE 134th St, #300 Vancouver, WA 98686 | Portland General Electric PO Box 4438 Portland, OR 97208 |
| Columbia Rim Corporation 2501 NE 134th St, #300 Vancouver, WA 98686 | Portland Monthly 234 SW Broadway Portland, OR 97205 |
| Columbia Rim Corporation 2501 NE 134th St, #300 Vancouver, WA 98686 | Priority One Cleaning 21285 S. Lower Highland Rd. Beavercreek, OR 97004 |
| Columbia Rim Corporation 2501 NE 134th St, #300 Vancouver, WA 98686 | Pro Touch Painting PO Box 821791 Vancouver, WA 98682 |
| Columbia Rim Corporation 2501 NE 134th St, #300 Vancouver, WA 98686 | Professional Serv. Industries 6032 N. Cutter Circle #480 Portland, OR 97217 |
| Columbia Rim Corporation 2501 NE 134th St, #300 Vancouver, WA 98686 | Ramis Crew Corrigan 1727 NW Hoyt St. Portland, OR 97209 |
| Columbia Rim Corporation 2501 NE 134th St, #300 Vancouver, WA 98686 | Schwabe Williamson & Wyatt 1211 SW 5th Ave. Portland, OR 97204-3795 |
| Columbia Rim Corporation 2501 NE 134th St, #300 Vancouver, WA 98686 | Sign-A-Rama 6300 NE James Rd. Ste. 103-A Vancouver, WA 98663 |
| Columbia Rim Corporation 2501 NE 134th St, #300 Vancouver, WA 98686 | Thyssenkrup Safway 8044 Montgomery Rd., Ste. 285 Cincinnati, OH 45236 |
| Columbia Rim Corporation 2501 NE 134th St, #300 Vancouver, WA 98686 | URS Corporation PO Box 121028 Dept. 1028 Dallas, TX 75312 |
| Columbia Rim Corporation 2501 NE 134th St, #300 Vancouver, WA 98686 | Vincent Publishing 3560 Millikin Ct. Columbus, OH 43228 |
| Columbia Rim Corporation 2501 NE 134th St, #300 Vancouver, WA 98686 | W&H Pacific 9755 SW Barnes Rd. #300 Portland, OR 97225 |
| Columbia Rim Corporation 2501 NE 134th St, #300 Vancouver, WA 98686 | Water's Edge Pond Construction 10637 Northeast Coxley Dr. Vancouver, WA 98662-6119 |

In re **Salpare Bay, LLC**

Case No. **10-35333-tmb11**

Debtor

SCHEDULE H - CODEBTORS

(Continuation Sheet)

| NAME AND ADDRESS OF CODEBTOR | NAME AND ADDRESS OF CREDITOR |
|--|---|
| Columbia Rim Corporation 2501 NE 134th St, #300 Vancouver, WA 98686 | Wilcox Electric 300 Washington St. Vancouver, WA 98660 |

United States Bankruptcy Court
District of Oregon

In re Salpare Bay, LLC

Debtor(s)

Case No. 10-35333-tmb11
Chapter 11

DECLARATION CONCERNING DEBTOR'S SCHEDULES

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the Manager of Salpare Bay, LLC of the corporation named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of 30 sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date June 17, 2010

Signature

/s/ Michael J. DeFrees, President of Columbia Rim Corp.Michael J. DeFrees, President of Columbia Rim Corp.
Manager of Salpare Bay, LLC

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
 18 U.S.C. §§ 152 and 3571.

United States Bankruptcy Court
District of Oregon

In re **Salpare Bay, LLC**

Debtor(s)

Case No.
Chapter**10-35333-tmb11**
11

STATEMENT OF FINANCIAL AFFAIRS

This statement is to be completed by every debtor. Spouses filing a joint petition may file a single statement on which the information for both spouses is combined. If the case is filed under chapter 12 or chapter 13, a married debtor must furnish information for both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed. An individual debtor engaged in business as a sole proprietor, partner, family farmer, or self-employed professional, should provide the information requested on this statement concerning all such activities as well as the individual's personal affairs. To indicate payments, transfers and the like to minor children, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

Questions 1 - 18 are to be completed by all debtors. Debtors that are or have been in business, as defined below, also must complete Questions 19 - 25. **If the answer to an applicable question is "None," mark the box labeled "None."** If additional space is needed for the answer to any question, use and attach a separate sheet properly identified with the case name, case number (if known), and the number of the question.

DEFINITIONS

"In business." A debtor is "in business" for the purpose of this form if the debtor is a corporation or partnership. An individual debtor is "in business" for the purpose of this form if the debtor is or has been, within six years immediately preceding the filing of this bankruptcy case, any of the following: an officer, director, managing executive, or owner of 5 percent or more of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership; a sole proprietor or self-employed full-time or part-time. An individual debtor also may be "in business" for the purpose of this form if the debtor engages in a trade, business, or other activity, other than as an employee, to supplement income from the debtor's primary employment.

"Insider." The term "insider" includes but is not limited to: relatives of the debtor; general partners of the debtor and their relatives; corporations of which the debtor is an officer, director, or person in control; officers, directors, and any owner of 5 percent or more of the voting or equity securities of a corporate debtor and their relatives; affiliates of the debtor and insiders of such affiliates; any managing agent of the debtor. 11 U.S.C. § 101.

1. Income from employment or operation of business

None State the gross amount of income the debtor has received from employment, trade, or profession, or from operation of the debtor's business, including part-time activities either as an employee or in independent trade or business, from the beginning of this calendar year to the date this case was commenced. State also the gross amounts received during the **two years** immediately preceding this calendar year. (A debtor that maintains, or has maintained, financial records on the basis of a fiscal rather than a calendar year may report fiscal year income. Identify the beginning and ending dates of the debtor's fiscal year.) If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income of both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

| AMOUNT | SOURCE |
|---------------------|--|
| \$116,199.53 | 2008 - Gross revenue from marina operations |
| \$305,805.16 | 2009 - Gross revenue from marina operations |
| \$178,389.96 | 2010 - Gross revenue from marina operations |

2. Income other than from employment or operation of business

None State the amount of income received by the debtor other than from employment, trade, profession, or operation of the debtor's business during the **two years** immediately preceding the commencement of this case. Give particulars. If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income for each spouse whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

| AMOUNT | SOURCE |
|--------|--------|
|--------|--------|

3. Payments to creditors

None

Complete a. or b., as appropriate, and c.

a. *Individual or joint debtor(s) with primarily consumer debts.* List all payments on loans, installment purchases of goods or services, and other debts to any creditor made within **90 days** immediately preceding the commencement of this case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$600. Indicate with an (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

| NAME AND ADDRESS OF CREDITOR | DATES OF PAYMENTS | AMOUNT PAID | AMOUNT STILL OWING |
|------------------------------|-------------------|-------------|--------------------|
|------------------------------|-------------------|-------------|--------------------|

None

b. *Debtor whose debts are not primarily consumer debts:* List each payment or other transfer to any creditor made within **90 days** immediately preceding the commencement of the case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$5,850*. If the debtor is an individual, indicate with an asterisk (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments and other transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

| NAME AND ADDRESS OF CREDITOR | DATES OF PAYMENTS/TRANSFERS | AMOUNT PAID OR VALUE OF TRANSFERS | AMOUNT STILL OWING |
|---|---|-----------------------------------|--------------------|
| Portland General Electric PO Box 4438 Portland, OR 97208 | 3/15/10; 3/22/10; 4/7/10; 4/14/10; 4/29/10; 5/24/10; 6/1/10 | \$16,937.57 | \$12,252.49 |

None

c. *All debtors:* List all payments made within **one year** immediately preceding the commencement of this case to or for the benefit of creditors who are or were insiders. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

| NAME AND ADDRESS OF CREDITOR AND RELATIONSHIP TO DEBTOR | DATE OF PAYMENT | AMOUNT PAID | AMOUNT STILL OWING |
|---|-----------------|-------------|--------------------|
|---|-----------------|-------------|--------------------|

4. Suits and administrative proceedings, executions, garnishments and attachments

None

a. List all suits and administrative proceedings to which the debtor is or was a party within **one year** immediately preceding the filing of this bankruptcy case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

| CAPTION OF SUIT AND CASE NUMBER | NATURE OF PROCEEDING | COURT OR AGENCY AND LOCATION | STATUS OR DISPOSITION |
|--|----------------------|--|--|
| JE Dunn NW, Inc. v. Salpare Bay, LLC, et al. Case No. 0710-13536 | Civil lawsuit | Multnomah County Circuit Court | Judgment entered against debtor |
| FDIC v. Salpare Bay LLC, et al. Case No. 10-CV-00373-PK | Civil lawsuit | US District Court, District of Oregon | Settled 6/2010 |

None

b. Describe all property that has been attached, garnished or seized under any legal or equitable process within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

| NAME AND ADDRESS OF PERSON FOR WHOSE BENEFIT PROPERTY WAS SEIZED | DATE OF SEIZURE | DESCRIPTION AND VALUE OF PROPERTY |
|--|-----------------|-----------------------------------|
|--|-----------------|-----------------------------------|

* Amount subject to adjustment on 4/01/13, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

5. Repossessions, foreclosures and returns

None List all property that has been repossessed by a creditor, sold at a foreclosure sale, transferred through a deed in lieu of foreclosure or returned to the seller, within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

| NAME AND ADDRESS OF CREDITOR OR SELLER | DATE OF REPOSSESSION, FORECLOSURE SALE, TRANSFER OR RETURN | DESCRIPTION AND VALUE OF PROPERTY |
|--|--|-----------------------------------|
|--|--|-----------------------------------|

6. Assignments and receiverships

None a. Describe any assignment of property for the benefit of creditors made within **120 days** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include any assignment by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

| NAME AND ADDRESS OF ASSIGNEE | DATE OF ASSIGNMENT | TERMS OF ASSIGNMENT OR SETTLEMENT |
|--|--------------------|-----------------------------------|
| None <input checked="" type="checkbox"/> b. List all property which has been in the hands of a custodian, receiver, or court-appointed official within one year immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.) | | |

| NAME AND ADDRESS OF CUSTODIAN | NAME AND LOCATION OF COURT CASE TITLE & NUMBER | DATE OF ORDER | DESCRIPTION AND VALUE OF PROPERTY |
|-------------------------------|---|---------------|-----------------------------------|
|-------------------------------|---|---------------|-----------------------------------|

7. Gifts

None List all gifts or charitable contributions made within **one year** immediately preceding the commencement of this case except ordinary and usual gifts to family members aggregating less than \$200 in value per individual family member and charitable contributions aggregating less than \$100 per recipient. (Married debtors filing under chapter 12 or chapter 13 must include gifts or contributions by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

| NAME AND ADDRESS OF PERSON OR ORGANIZATION | RELATIONSHIP TO DEBTOR, IF ANY | DATE OF GIFT | DESCRIPTION AND VALUE OF GIFT |
|--|--------------------------------|--------------|-------------------------------|
|--|--------------------------------|--------------|-------------------------------|

8. Losses

None List all losses from fire, theft, other casualty or gambling within **one year** immediately preceding the commencement of this case **or since the commencement of this case.** (Married debtors filing under chapter 12 or chapter 13 must include losses by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

| DESCRIPTION AND VALUE OF PROPERTY | DESCRIPTION OF CIRCUMSTANCES AND, IF LOSS WAS COVERED IN WHOLE OR IN PART BY INSURANCE, GIVE PARTICULARS | DATE OF LOSS |
|-----------------------------------|--|--------------|
|-----------------------------------|--|--------------|

9. Payments related to debt counseling or bankruptcy

None List all payments made or property transferred by or on behalf of the debtor to any persons, including attorneys, for consultation concerning debt consolidation, relief under the bankruptcy law or preparation of the petition in bankruptcy within **one year** immediately preceding the commencement of this case.

| NAME AND ADDRESS OF PAYEE | DATE OF PAYMENT, NAME OF PAYOR IF OTHER THAN DEBTOR | AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY |
|--|---|--|
| Farleigh Wada Witt 121 SW Morrison, #600 Portland, OR 97204-3136 | 6/2/10 | \$5,000.00 retainer |

| | | |
|---|--|---|
| NAME AND ADDRESS OF PAYEE Farleigh Wada Witt 121 SW Morrison, #600 Portland, OR 97204-3136 | DATE OF PAYMENT, NAME OF PAYOR IF OTHER THAN DEBTOR 6/1/10 | AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY \$2,210.31 pre-bankruptcy planning |
|---|--|---|

10. Other transfers

None a. List all other property, other than property transferred in the ordinary course of the business or financial affairs of the debtor, transferred either absolutely or as security within **two years** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

| | | |
|---|---------------------------|---|
| NAME AND ADDRESS OF TRANSFeree, RELATIONSHIP TO DEBTOR | DATE | DESCRIBE PROPERTY TRANSFERRED AND VALUE RECEIVED |
| None <input checked="" type="checkbox"/> b. List all property transferred by the debtor within ten years immediately preceding the commencement of this case to a self-settled trust or similar device of which the debtor is a beneficiary. | | |
| NAME OF TRUST OR OTHER DEVICE | DATE(S) OF TRANSFER(S) | AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY OR DEBTOR'S INTEREST IN PROPERTY |

11. Closed financial accounts

None List all financial accounts and instruments held in the name of the debtor or for the benefit of the debtor which were closed, sold, or otherwise transferred within **one year** immediately preceding the commencement of this case. Include checking, savings, or other financial accounts, certificates of deposit, or other instruments; shares and share accounts held in banks, credit unions, pension funds, cooperatives, associations, brokerage houses and other financial institutions. (Married debtors filing under chapter 12 or chapter 13 must include information concerning accounts or instruments held by or for either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

| | | |
|---------------------------------|--|---------------------------------------|
| NAME AND ADDRESS OF INSTITUTION | TYPE OF ACCOUNT, LAST FOUR DIGITS OF ACCOUNT NUMBER, AND AMOUNT OF FINAL BALANCE | AMOUNT AND DATE OF SALE OR CLOSING |
|---------------------------------|--|---------------------------------------|

12. Safe deposit boxes

None List each safe deposit or other box or depository in which the debtor has or had securities, cash, or other valuables within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include boxes or depositories of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

| | | | |
|---|---|----------------------------|--|
| NAME AND ADDRESS OF BANK OR OTHER DEPOSITORY | NAMES AND ADDRESSES OF THOSE WITH ACCESS TO BOX OR DEPOSITORY | DESCRIPTION OF CONTENTS | DATE OF TRANSFER OR SURRENDER, IF ANY |
|---|---|----------------------------|--|

13. Setoffs

None List all setoffs made by any creditor, including a bank, against a debt or deposit of the debtor within **90 days** preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

| | | |
|------------------------------|----------------|------------------|
| NAME AND ADDRESS OF CREDITOR | DATE OF SETOFF | AMOUNT OF SETOFF |
|------------------------------|----------------|------------------|

14. Property held for another person

None List all property owned by another person that the debtor holds or controls.

| | | |
|---------------------------|-----------------------------------|----------------------|
| NAME AND ADDRESS OF OWNER | DESCRIPTION AND VALUE OF PROPERTY | LOCATION OF PROPERTY |
|---------------------------|-----------------------------------|----------------------|

15. Prior address of debtor

None If the debtor has moved within **three years** immediately preceding the commencement of this case, list all premises which the debtor occupied during that period and vacated prior to the commencement of this case. If a joint petition is filed, report also any separate address of either spouse.

| ADDRESS | NAME USED | DATES OF OCCUPANCY |
|---------|-----------|--------------------|
|---------|-----------|--------------------|

16. Spouses and Former Spouses

None If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within **eight years** immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state.

NAME

17. Environmental Information.

For the purpose of this question, the following definitions apply:

"Environmental Law" means any federal, state, or local statute or regulation regulating pollution, contamination, releases of hazardous or toxic substances, wastes or material into the air, land, soil, surface water, groundwater, or other medium, including, but not limited to, statutes or regulations regulating the cleanup of these substances, wastes, or material.

"Site" means any location, facility, or property as defined under any Environmental Law, whether or not presently or formerly owned or operated by the debtor, including, but not limited to, disposal sites.

"Hazardous Material" means anything defined as a hazardous waste, hazardous substance, toxic substance, hazardous material, pollutant, or contaminant or similar term under an Environmental Law

None a. List the name and address of every site for which the debtor has received notice in writing by a governmental unit that it may be liable or potentially liable under or in violation of an Environmental Law. Indicate the governmental unit, the date of the notice, and, if known, the Environmental Law:

| SITE NAME AND ADDRESS | NAME AND ADDRESS OF GOVERNMENTAL UNIT | DATE OF NOTICE | ENVIRONMENTAL LAW |
|-----------------------|---------------------------------------|----------------|-------------------|
|-----------------------|---------------------------------------|----------------|-------------------|

None b. List the name and address of every site for which the debtor provided notice to a governmental unit of a release of Hazardous Material. Indicate the governmental unit to which the notice was sent and the date of the notice.

| SITE NAME AND ADDRESS | NAME AND ADDRESS OF GOVERNMENTAL UNIT | DATE OF NOTICE | ENVIRONMENTAL LAW |
|-----------------------|---------------------------------------|----------------|-------------------|
|-----------------------|---------------------------------------|----------------|-------------------|

None c. List all judicial or administrative proceedings, including settlements or orders, under any Environmental Law with respect to which the debtor is or was a party. Indicate the name and address of the governmental unit that is or was a party to the proceeding, and the docket number.

| NAME AND ADDRESS OF GOVERNMENTAL UNIT | DOCKET NUMBER | STATUS OR DISPOSITION |
|---------------------------------------|---------------|-----------------------|
|---------------------------------------|---------------|-----------------------|

18 . Nature, location and name of business

None

■ a. *If the debtor is an individual*, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was an officer, director, partner, or managing executive of a corporation, partner in a partnership, sole proprietor, or was self-employed in a trade, profession, or other activity either full- or part-time within **six years** immediately preceding the commencement of this case, or in which the debtor owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

If the debtor is a partnership, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities, within **six years** immediately preceding the commencement of this case.

If the debtor is a corporation, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

| | | | | |
|------|--|---------|--------------------|-------------------------------|
| NAME | LAST FOUR DIGITS OF SOCIAL-SECURITY OR OTHER INDIVIDUAL TAXPAYER-I.D. NO. (ITIN)/ COMPLETE EIN | ADDRESS | NATURE OF BUSINESS | BEGINNING AND ENDING DATES |
|------|--|---------|--------------------|-------------------------------|

None

■ b. Identify any business listed in response to subdivision a., above, that is "single asset real estate" as defined in 11 U.S.C. § 101.

| | |
|------|---------|
| NAME | ADDRESS |
|------|---------|

The following questions are to be completed by every debtor that is a corporation or partnership and by any individual debtor who is or has been, within **six years** immediately preceding the commencement of this case, any of the following: an officer, director, managing executive, or owner of more than 5 percent of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership, a sole proprietor, or self-employed in a trade, profession, or other activity, either full- or part-time.

*(An individual or joint debtor should complete this portion of the statement **only** if the debtor is or has been in business, as defined above, within six years immediately preceding the commencement of this case. A debtor who has not been in business within those six years should go directly to the signature page.)*

19. Books, records and financial statements

None

■ a. List all bookkeepers and accountants who within **two years** immediately preceding the filing of this bankruptcy case kept or supervised the keeping of books of account and records of the debtor.

| | |
|--|-------------------------|
| NAME AND ADDRESS Paul Grad 2501 NW 134th St #300 Vancouver, WA 98686 | DATES SERVICES RENDERED |
|--|-------------------------|

None

■ b. List all firms or individuals who within the **two years** immediately preceding the filing of this bankruptcy case have audited the books of account and records, or prepared a financial statement of the debtor.

| | | |
|------|---------|-------------------------|
| NAME | ADDRESS | DATES SERVICES RENDERED |
|------|---------|-------------------------|

None

■ c. List all firms or individuals who at the time of the commencement of this case were in possession of the books of account and records of the debtor. If any of the books of account and records are not available, explain.

| | |
|------|---------|
| NAME | ADDRESS |
|------|---------|

None

■ d. List all financial institutions, creditors and other parties, including mercantile and trade agencies, to whom a financial statement was issued by the debtor within **two years** immediately preceding the commencement of this case.

| | |
|------------------|-------------|
| NAME AND ADDRESS | DATE ISSUED |
|------------------|-------------|

20. Inventories

None a. List the dates of the last two inventories taken of your property, the name of the person who supervised the taking of each inventory, and the dollar amount and basis of each inventory.

| | | |
|-------------------|----------------------|---|
| DATE OF INVENTORY | INVENTORY SUPERVISOR | DOLLAR AMOUNT OF INVENTORY (Specify cost, market or other basis) |
|-------------------|----------------------|---|

None b. List the name and address of the person having possession of the records of each of the two inventories reported in a., above.

| | |
|-------------------|--|
| DATE OF INVENTORY | NAME AND ADDRESSES OF CUSTODIAN OF INVENTORY RECORDS |
|-------------------|--|

21 . Current Partners, Officers, Directors and Shareholders

None a. If the debtor is a partnership, list the nature and percentage of partnership interest of each member of the partnership.

| | | |
|------------------|--------------------|------------------------|
| NAME AND ADDRESS | NATURE OF INTEREST | PERCENTAGE OF INTEREST |
|------------------|--------------------|------------------------|

None b. If the debtor is a corporation, list all officers and directors of the corporation, and each stockholder who directly or indirectly owns, controls, or holds 5 percent or more of the voting or equity securities of the corporation.

| | | |
|------------------|-------|--|
| NAME AND ADDRESS | TITLE | NATURE AND PERCENTAGE OF STOCK OWNERSHIP |
|------------------|-------|--|

22 . Former partners, officers, directors and shareholders

None a. If the debtor is a partnership, list each member who withdrew from the partnership within **one year** immediately preceding the commencement of this case.

| | | |
|------|---------|--------------------|
| NAME | ADDRESS | DATE OF WITHDRAWAL |
|------|---------|--------------------|

None b. If the debtor is a corporation, list all officers, or directors whose relationship with the corporation terminated within **one year** immediately preceding the commencement of this case.

| | | |
|------------------|-------|---------------------|
| NAME AND ADDRESS | TITLE | DATE OF TERMINATION |
|------------------|-------|---------------------|

23 . Withdrawals from a partnership or distributions by a corporation

None If the debtor is a partnership or corporation, list all withdrawals or distributions credited or given to an insider, including compensation in any form, bonuses, loans, stock redemptions, options exercised and any other perquisite during **one year** immediately preceding the commencement of this case.

| | | |
|---|-----------------------------------|--|
| NAME & ADDRESS OF RECIPIENT, RELATIONSHIP TO DEBTOR | DATE AND PURPOSE OF WITHDRAWAL | AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY |
|---|-----------------------------------|--|

24. Tax Consolidation Group.

None If the debtor is a corporation, list the name and federal taxpayer identification number of the parent corporation of any consolidated group for tax purposes of which the debtor has been a member at any time within **six years** immediately preceding the commencement of the case.

| | |
|----------------------------|--------------------------------------|
| NAME OF PARENT CORPORATION | TAXPAYER IDENTIFICATION NUMBER (EIN) |
|----------------------------|--------------------------------------|

25. Pension Funds.

None If the debtor is not an individual, list the name and federal taxpayer-identification number of any pension fund to which the debtor, as an employer, has been responsible for contributing at any time within **six years** immediately preceding the commencement of the case.

NAME OF PENSION FUND

TAXPAYER IDENTIFICATION NUMBER (EIN)

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I declare under penalty of perjury that I have read the answers contained in the foregoing statement of financial affairs and any attachments thereto and that they are true and correct to the best of my knowledge, information and belief.

Date June 17, 2010

Signature

/s/ Michael J. DeFrees, President of Columbia Rim Corp.

**Michael J. DeFrees, President of Columbia Rim Corp.
Manager of Salpare Bay, LLC**

[An individual signing on behalf of a partnership or corporation must indicate position or relationship to debtor.]

Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571